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Attorneys for Defendant
 FACEBOOK, INC.

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

ANGEL FRALEY; PAUL WANG; SUSAN
 MAINZER; JAMES H. DUVAL, a minor, by
 and through JAMES DUVAL, as Guardian ad
 Litem; and W.T., a minor, by and through
 RUSSELL TAIT, as Guardian ad Litem;
 individually and on behalf of all others
 similarly situated,

Plaintiff,

v.

FACEBOOK, INC., a corporation; and DOES
 1-100,

Defendant.

Case No. 11-cv-01726 RS

**DECLARATION OF MATTHEW D. BROWN
 IN SUPPORT OF FACEBOOK, INC.'S
 OPPOSITION TO PLAINTIFFS' MOTION
 FOR ATTORNEYS' FEES AND COSTS**

DATE: June 28, 2013
TIME: 10:00 a.m.
DEPT.: 3
JUDGE: Hon. Richard Seeborg

I, Matthew D. Brown, declare:

1. I am an attorney duly licensed to practice law in the State of California, and I am admitted to practice before this Court. I am a partner with the law firm of Cooley LLP ("Cooley"), attorneys for Defendant Facebook, Inc. ("Facebook"). I make this declaration in support of Facebook's Opposition to Plaintiffs' Motion for Attorneys' Fees and Costs ("Motion") in this action. I have personal knowledge of the facts stated in this declaration, and if called upon to testify, could competently testify thereto.

1 2. I have been actively involved in this case since its inception, when Plaintiffs filed
2 their Complaint in Santa Clara Superior Court in March 2011.

3 3. Discovery began in May 2011, when Plaintiffs served Facebook with their first
4 deposition notice. Discovery continued until May 2012, when the parties executed a term sheet
5 memorializing their settlement in principle.

6 4. The parties took a total of 21 depositions.

7 5. Plaintiffs took nine depositions, including seven depositions of current or former
8 employees of Facebook and two depositions of Facebook's experts. Cooley defended eight of the
9 nine depositions Plaintiffs took, while Gibson, Dunn & Crutcher, LLP ("Gibson") defended one
10 deposition.

11 6. Facebook took 12 depositions. Ten were taken by attorneys at Cooley, including
12 depositions of the three named Plaintiffs, three parents of the minor named Plaintiffs, one former
13 named Plaintiff, and three of Plaintiffs' experts. Gibson took two depositions of Plaintiffs'
14 experts.

15 7. Based on the deposition transcripts, lead Plaintiffs' counsel Robert Arns was
16 present for 20 of the 21 depositions taken in the case, the exception being the deposition
17 Facebook took of Richard Drogin on April 13, 2012. Of the 10 depositions Cooley attorneys
18 took, five were taken by associates. I attended portions of three of those five depositions but did
19 not question the witnesses (though I did participate in discussions with opposing counsel and, in
20 one instance, participated in a telephonic oral argument before Magistrate Judge Grewal during
21 the course of the deposition). Jeffrey Gutkin, a partner at Cooley, took four of the remaining five
22 depositions Cooley took in this case, and I took one deposition.

23 8. Based on the deposition transcripts, Plaintiffs' counsel brought three or more
24 attorneys to eight of the 21 depositions taken in the case. They brought four attorneys to take the
25 deposition of former Facebook employee Kent Schoen, although only Mr. Arns asked questions
26 during the deposition. Jonathan Davis, Steven Weinmann, and Robert Foss also attended Mr.
27 Schoen's deposition but did not ask any questions. Plaintiffs' counsel brought five attorneys to
28 take the deposition of Facebook's expert Randolph Bucklin. Robert Foss and Jonathan Davis

1 attended Mr. Bucklin's deposition but did not ask any questions.

2 9. Based on the deposition transcripts, of the 18 depositions Cooley took or defended,
3 Cooley sent only one attorney to 13 of these 18 depositions. Sandeep Solanki, in-house counsel
4 for Facebook, was present at nine of these 18 depositions in an observational capacity only.

5
6 I declare under penalty of perjury that the foregoing is true and correct. Executed on this
7 7th day of June, 2013, at Aptos, California.

8
9
10 /s/ Matthew D. Brown
Matthew D. Brown

11
12
13 **ATTESTATION (CIVIL LOCAL RULE 5-1(i)(3))**

14 In accordance with Civil Local Rule 5-1(i)(3), I attest that concurrence in the filing of this
15 document has been obtained from the signatory.

16 Dated: June 7, 2013

COOLEY LLP

17
18 /s/ Michael G. Rhodes
Michael G. Rhodes
19 Attorneys for Defendant Facebook, Inc.